

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

1409604

OMB API	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2008
Estimated averag hours per respo	
SEC US	E ONLY
Prefix	Serial
DATE RI	ECEIVED
	

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Sale of Series A Preferred Stock and any Common Stock issuable upon conversion thereof	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	LECTION COLUMN C
 Enter the information requested about the issuer Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.) Digital Entertainment Corporation of America 	07074585
Address of Executive Offices (Number and Street, City, State, Zip Code) 525 Broadway, Suite 240, Santa Monica, CA 90401	Telephone Number (Including Area Code) 310 587 3535
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) same as above	Telephone Number (Including Area Code) same as above
Brief Description of Business Digital Entertianment Studio	PROCESSED
Type of Business Organization Corporation Imited partnership, already formed business trust limited partnership, to be formed other	(please specify): AUG 1 5 2007
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated D E

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

			A	. BASIC ID	ENTI	FICATION DATA				
 Each beneficial own 	e issue er hav er and	r, if the issuer h ing the power to director of corp	as been vote o porate i	ssuers and of corporat	e vote	ive years; or disposition of, 10% ral and managing part	or mo	ore of a class	of equity issuers; a	securities of the issuer;
Check Box(es) that Apply:		Promoter	Ø	Beneficial Owner	☒	Executive Officer	Ø	Director		General and/or Managing Partner
Full Name (Last name first, if	indiv	idual)								
Wayne, Michael										
Business or Residence Addre										•
c/o Digital Entertainment C	orpor	ation of Amer	rica, 18	01 Century Park	East, S		eles, (CA 90067		
Check Box(es) that Apply:		Promoter	☒	Beneficial Owner	☒	Executive Officer	☒	Director		General and/or Managing Partner
Full Name (Last name first, if Kimball, Donal Christopher		idual)								
Business or Residence Addre		imber and Stre	et, City	, State, Zip Code)						
c/o Digital Entertainment C					East, S	Suite 2300, Los Ang	eles, (CA 90067		
Check Box(es) that Apply:		Promoter	☒	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	findiv	ridual)								
General Catalyst Group IV.		ŕ								
Business or Residenœ Addre	ss (Nu	imber and Stre	et, City	, State, Zip Code)						
20 University Road, Suite 4										·
Check Box(es) that Apply:		Promoter	☒	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	ridual)						•		
Mayfield XII									. ,	
Business or Residence Addre	ss (Nu	imber and Stre	et, City	, State, Zip Code)					•	
2800 Sand Hill Road, Suite	250, N	denio Park, C	A 9402	25						
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	findiv	vidual)								
Business or Residence Addre	ss (N	umber and Stre	et, City	y, State, Zip Code)						
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	vidual)								
Business or Residence Addre	ss (N	umber and Stre	et, Cit	y, State, Zip Code)						
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			st, if individu										
Busine	ss or Re	esidence Ad	ldress (Numb	er and Street	t, City, State	, Zip Code)							
Name	of Asso	ciated Brok	er or Dealer										
States	in Whic	h Person L	isted Has Sol	icited or Inte	nds to Solici	t Purchasers							
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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PRO	OCEEDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security		gregate ing Price	Amou	nt Already Sold
	Debt	s	0	S	0
	Equity	\$5,0	000,000	\$ <u>2</u> ,	000,000
	☐ Common ☑ Preferred				
	Convertible Securities (including warrants)	\$	0_	s	00
	Partnership Interests			\$	0
	Other (Specify)			s	
	Total			\$ <u>2</u>	,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			A	ggregate
			umber vestors	Dolla	ar Amount Purchase
	Accredited investors		5	\$ <u>2,</u>	000,000
	Non-accredited Investors			s	0
	Total (for filings under Rule 504 only)			\$ <u>_2</u> ,	000,000
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		_		
	Type of Offering		ype of ecurity	Doll	ar Amount Sold
	Rule 505		N/A	S	N/A
	Regulation A		N/A	s	N/A
	Rule 504		N/A	<u>s</u>	N/A
	Total		N/A	\$	N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$	
	Printing and Engraving Costs			\$ <u>.</u>	
	Legal Fees		\boxtimes	s	60,000
	Accounting Fees			\$	
	Engineering Fees			\$	
	Sales Commissions (specify finders' fees separately)			s	
	Other Expenses (identify)			s	
	Total		\boxtimes	s	60,000

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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE OF PROCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$_4,940,000
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used feach of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceed to the issuer set forth in response to Part C - Question 4.b above.	ck	
		Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees	□ \$	_ 🗆 s
	Purchase of real estate	□ s	_ 🗆 \$
	Purchase, rental or leasing and installation of machinery and equipment	□ s	_ 🗆 \$
•	Construction or leasing of plant buildings and facilities	□ s	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$	s
	Repayment of indebtedness	□ s	_ 🗆 \$
	Working capital	□ \$	S 4,940,000
	Other (specify):	□ \$	_
	Column Totals	□ s	_ D s
	Total Payments Listed (column totals added)	⊠ \$ <u>4</u>	940,000

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	. SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature O O	Date
Digital Entertainment Corporation of America	A STATE OF THE STA	August 10, 2007
Name of Signer (Print or Type)	Title of Signer (Print of Type)	
Michael Wayne	President MICHAEL WAYNE	

ATTENTION

Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violations. (See 18. U.S.C. 1001.)

